

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re AMERICAN INTERNATIONAL
GROUP, INC. 2008 SECURITIES LITIGATION

This Document Relates To: All Actions

Master File No. 08-CV-4772 (LTS)

ECF CASE

**DECLARATION OF ANTONY L. RYAN IN SUPPORT OF
PRICEWATERHOUSECOOPERS LLP'S MEMORANDUM OF LAW IN OPPOSITION
TO LEAD PLAINTIFF'S MOTION FOR CLASS CERTIFICATION**

Antony L. Ryan, under penalty of perjury, declares the following:

1. I am a member of the firm of Cravath, Swaine & Moore LLP, counsel for defendant PricewaterhouseCoopers LLP ("PwC"). I make this declaration in support of PwC's Memorandum of Law in Opposition to Lead Plaintiff's Motion for Class Certification.

2. Attached hereto as Exhibit A is a true and correct copy of a Prospectus Supplement dated May 12, 2008 for the issuance of 171,052,631 shares of Common Stock (and an overallotment option of an additional 25,657,894 shares of Common Stock), filed by AIG with the SEC on May 14, 2008.

3. Attached hereto as Exhibit B is a true and correct copy of Pricing Supplement No. AIG-FP-14 dated May 17, 2007 for the issuance of AIG Medium-Term Notes, Series AIG-FP, CMS Curve Notes due May 31, 2022, filed by AIG with the SEC on May 21, 2007.

Dated: New York, New York
August 17, 2011



Antony L. Ryan